

Matrix Leasing International, Inc.

BANK OF AMERICA CENTER

SAN FRANCISCO 94104

(415) 398-0300

LOS ANGELES

MINNEAPOLIS

NEW YORK

May 15, 1978

RECORDATION NO. 7963-2
Filed & Recorded

MAY 17 1978 - 4 45 PM

RECEIVED
MAY 17 4 44 PM '78
T.G.C.
FEE OPERATION BR.

Mr. Robert L. Oswald
Secretary

Interstate Commerce Commission
Washington, D.C. 20423

RE: Burlington Northern, Inc.
A Lease of Railroad Equipment

Dear Mr. Oswald:

Enclosed please find our check #858 in the amount of \$10.00 to cover the necessary filing for an Amendment to Lease of Railroad Equipment No. 2 for the transaction as captioned above. This is necessary due to a typographical error on the original Lease Document filed with your office June 13, 1975 - recordation number 7963-B.

For your records we have enclosed an original set of documents, signed by all the parties, along with a copy of these same forms to be stamped by your office and returned to us. Stamped, self-addressed envelope enclosed for your convenience. If you have any questions in this instance please call (800) 227-4635.

Thank you.

Yours truly,

P.A. Grigsby -
P.A. Grigsby
Administrative Assistant

INTERSTATE
COMMERCE COMMISSION
RECEIVED

OA MAY 16 1978
17 07
ADMINISTRATIVE SERVICES
MAIL UNIT

Enclosures

8-137A150

NO. MAY 17 1978
Date
Fee \$ 10

ICC Washington, D. C.

a subsidiary of First National Bank of Minneapolis



Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

5/18/78

P.A. Grigsby
Matrix Leasing International, Inc.
555 California Street-Suite 5190
San Francisco, Calif. 94104


Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on **5/17/78** at **4:45pm**,

and assigned recordation number(s) **7963-D**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 7963 2
Filed & Recorded

MAY 17 1978 -4 45 PM

AMENDMENT TO ~~AMERICAN~~ STATE COMMERCE COMMISSION

LEASE OF RAILROAD EQUIPMENT NO. 2

Dated as of May 1, 1978

Between

BURLINGTON NORTHERN, INC.,

as Lessee,

and

FIRST NATIONAL STATE BANK OF NEW JERSEY, as Trustee
under a Trust Agreement dated as of May 1, 1975,
with Borg-Warner Equities Corporation and Puget
Sound National Bank,

as Lessor.

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT NO. 2 dated as of May 1, 1978, the aforesaid LEASE dated as of May 1, 1975, and between BURLINGTON NORTHERN INC., a Delaware corporation (hereinafter called the Lessee), and FIRST NATIONAL STATE BANK OF NEW JERSEY, a national banking association, acting as Trustee (hereinafter called the Lessor) under a Trust Agreement dated as of the date hereof (hereinafter called the Trust Agreement) with Borg-Warner Equities Corporation and Puget Sound National Bank (said corporation and said bank being hereinafter called the Beneficiaries).

WHEREAS, Lessor and Lessee entered into a Lease of Railroad Equipment No. 2 dated as of May 1, 1975, (the "Lease") for the lease of certain railroad equipment as more fully described in said Lease and pursuant to the terms and conditions as set forth in said Lease;

WHEREAS it has come to the attention of the parties to said Lease and the Beneficiaries that a certain road number describing a piece of the railroad equipment was incorrectly stated in such Lease; and

WHEREAS, the parties hereto wish and hereby agree to correct said road number in such Lease so as to conform it with the pertinent invoices, bills of sale and other relevant documentation relating to the purchase and lease of said railroad equipment;

NOW THEREFORE, in consideration of the mutual promises set forth herein and in said Lease, the undersigned amend said Lease as follows:

Schedule A to Lease No. 2 is amended by deleting the Lessee Road Number 5384 and inserting in lieu thereof Lessee Road Number 5834.

This Amendment may be executed in any number of counterparts, such counterparts together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this instrument to be executed as of the date first above written.

BURLINGTON NORTHERN, INC., Lessee

By _____

FIRST NATIONAL STATE BANK OF
NEW JERSEY, as Trustee

By _____



ALBERT L. KOEHLER
Assistant Corporate Trust Officer

BORG-WARNER EQUITIES CORPORATION,
As Beneficiary

By _____

PUGET SOUND NATIONAL BANK, as
Beneficiary

By _____